

UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

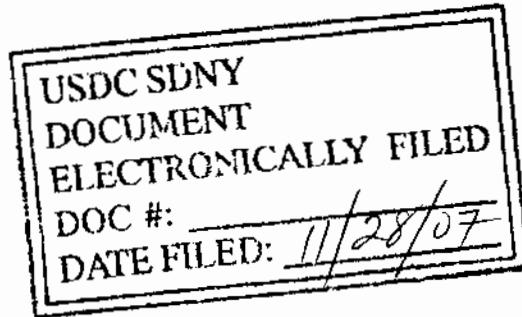
UNITED STATES SECURITIES  
AND EXCHANGE COMMISSION,

Plaintiff,

v.

NORTEL NETWORKS CORPORATION and  
NORTEL NETWORKS LIMITED,

Defendants.



Civil Action No. 07-CV-8851

(ECF CASE)

[REDACTED] ORDER APPOINTING  
DAMASCO & ASSOCIATES LLP AS TAX ADMINISTRATOR

The Court having reviewed the motion of plaintiff United States Securities and Exchange Commission (the "Commission") to Appoint Damasco & Associates LLP as Tax Administrator, and for good cause shown,

**IT IS HEREBY ORDERED:**

1. Damasco & Associates LLP is appointed as Tax Administrator to execute all income tax reporting requirements, including the preparation and filing of tax returns, with respect to funds under this Court's jurisdiction in this case (the "Distribution Fund").
2. Damasco & Associates LLP shall be designated the administrator of the Distribution Fund, pursuant to Section 468B(g) of the Internal Revenue Code, 26 U.S.C. § 468B(g), and related regulations, and shall satisfy the administrative requirements imposed by those regulations, including but not limited to: (a) obtaining a taxpayer identification number; (b) filing applicable federal, state, and local tax returns and paying taxes reported thereon out of the Distribution Fund; and (c) satisfying any information, reporting, or withholding requirements

imposed on distributions from the Distribution Fund. The Tax Administrator shall contemporaneously provide copies of all such filings to the Commission's counsel of record.

3. The Tax Administrator shall, at such times as the Tax Administrator deems necessary to fulfill the tax obligations of the Distribution Fund, request that the Commission's counsel of record file with the Court a motion, supported by the Tax Administrator's declaration of the amount of taxes due, to transfer funds from the Distribution Fund on deposit with the Court to pay any tax obligations of the Distribution Fund.

4. The Tax Administrator shall be entitled to charge reasonable fees for tax compliance services and related expenses in accordance with its agreement with the Commission. The Tax Administrator shall, at such times as the Tax Administrator deems appropriate, submit a declaration of fees and expenses to the Commission's counsel of record for submission to the Court for approval and for payment from the Distribution Fund. No fees or expenses may be paid absent the Court's prior approval.

5. At least ten (10) days before any motion to pay fees and expenses is filed with the Court, the Tax Administrator shall provide the Commission counsel of record with a draft of the supporting declaration for review. If the Commission has any corrections or objections to the declaration, the Tax Administrator and the Commission's counsel shall attempt to resolve them on a consensual basis. If a consensual resolution is not reached, the Commission may submit to the Court any objections along with the Tax Administrator's response thereto.

Dated: November 27, 2007



LORETTA A. PRESKA  
UNITED STATES DISTRICT JUDGE